

***GREENBRIER***  
**MANAGEMENT SERVICES**

Greenbrier Management Services, LLC

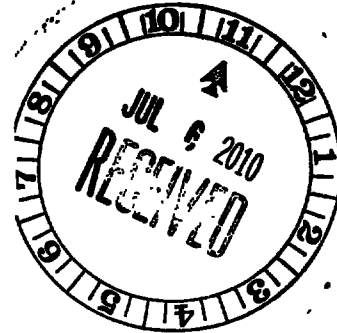
One Centerpointe Drive Suite 400  
Lake Oswego Oregon 97035  
503 684 7000 Fax 503 968 4383

July 1, 2010

RECORDATION NO. 29340 FILED

JUL 07 '10 -8 18 AM

SURFACE TRANSPORTATION BOARD



VIA FEDERAL EXPRESS

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301 are three (3) originals and two (2) photocopies of a Memorandum of Lease Agreement dated May 28, 2010 for Schedule No. 01 dated May 28, 2010, a primary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177. Also enclosed is a payment of \$41 payable to the order of the Surface Transportation Board covering the required recordation fee.

The names and addresses of the parties to the enclosed document are:

Lessor: WL Ross-Greenbrier Rail I, LLC  
One Centerpointe Drive, Suite 200  
Lake Oswego, Oregon 97035

Lessee: Entergy Arkansas, Inc.  
Parkwood II Building, Suite 300  
10055 Grogans Mill Road  
The Woodlands, TX 77380

A description of the railroad equipment covered by the enclosed document is:

One hundred thirty-five (135) Bethgon II railcars bearing BNBX marks, and numbered as more particularly set forth in the schedule attached to the document.

Please return stamped copies of the enclosed document not needed for your files to the undersigned.

Section Chief  
Surface Transportation Board  
July 1, 2010  
Page 2

A short summary of the enclosed document to appear in the Board's Index is:

Memorandum of Lease Agreement dated May 28, 2010 for Schedule No. 01.

If you have any questions, please do not hesitate to call.

Sincerely,

GREENBRIER MANAGEMENT SERVICES, LLC,  
As Manager for WL Ross-Greenbrier Rail I, LLC

A handwritten signature in black ink, appearing to read "Sheri Grether". The signature is fluid and cursive, with the first name "Sheri" and last name "Grether" clearly distinguishable.

Sheri Clarke Grether  
Paralegal

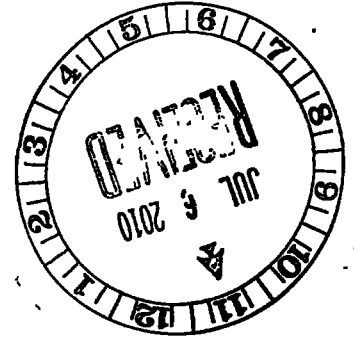
SCG:ms  
Enclosures

cc: Robert W. Alvord, Esq.

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SURFACE TRANSPORTATION BOARD



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**MEMORANDUM OF MASTER FULL SERVICE RAILCAR LEASE**

**BETWEEN**

**WL ROSS-GREENBRIER RAIL I LLC ("LESSOR")**

**AND**

**ENTERGY ARKANSAS, INC. ("LESSEE")**

**MAY 28, 2010**

**SCHEDULE NO. 01**

**MAY 28, 2010**

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Memorandum of Schedule No 01 dated May 28, 2010 to a Master Full Service Railcar Lease made and entered into as of May 28, 2010 by and between WL Ross-Greenbrier Rail I LLC, a Delaware limited liability company, ("Lessor") and Entergy Arkansas, Inc , an Arkansas corporation ("Lessee")


WITNESSETH

- 1 Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor one hundred thirty five (135) 4520 CF aluminum Bethgon II railcars, bearing marks and numbers as indicated in the Rail Equipment List attached hereto as Exhibit A
- 2 Schedule No 01 to the Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement and Schedule No 01, as each may be amended from time to time




IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed by their respective officers as of the date and year first above written

*I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Manager and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor I further declare under penalty of perjury that the foregoing is true and correct*

WL ROSS-GREENBRIER RAIL I LLC

By   
Title VP, WLR-GBR

*I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee I further declare under penalty of perjury that the foregoing is true and correct*

ENTERGY ARKANSAS, INC   
By    
Title Manager, Sales & Leasing

## EXHIBIT A

### Quantity of Cars/Car Description

One hundred thirty five (135) 4520 CF aluminum Bethgon II railcars 286,000 GRL, AAR Car Type Code J311 built by Johnstown America, bearing reporting marks and numbers as follows:

Mark	Number	Mark	Number	Mark	Number	Mark	Number
BNBX	1002	BNBX	1131	BNBX	1227	BNBX	1341
BNBX	1003	BNBX	1132	BNBX	1228	BNBX	1342
BNBX	1005	BNBX	1134	BNBX	1234	BNBX	1344
BNBX	1009	BNBX	1135	BNBX	1241	BNBX	1345
BNBX	1012	BNBX	1138	BNBX	1243	BNBX	1346
BNBX	1015	BNBX	1140	BNBX	1249	BNBX	1347
BNBX	1026	BNBX	1144	BNBX	1254	BNBX	1348
BNBX	1028	BNBX	1146	BNBX	1255	BNBX	1350
BNBX	1031	BNBX	1148	BNBX	1256	BNBX	1358
BNBX	1032	BNBX	1152	BNBX	1260	BNBX	1359
BNBX	1037	BNBX	1153	BNBX	1266	BNBX	1363
BNBX	1045	BNBX	1157	BNBX	1267	BNBX	1371
BNBX	1046	BNBX	1162	BNBX	1268	BNBX	1373
BNBX	1049	BNBX	1164	BNBX	1272	BNBX	1376
BNBX	1053	BNBX	1171	BNBX	1274	BNBX	1380
BNBX	1060	BNBX	1178	BNBX	1279	BNBX	1382
BNBX	1061	BNBX	1179	BNBX	1280	BNBX	1383
BNBX	1072	BNBX	1180	BNBX	1281	BNBX	1386
BNBX	1080	BNBX	1182	BNBX	1283	BNBX	1387
BNBX	1086	BNBX	1184	BNBX	1289	BNBX	1389
BNBX	1091	BNBX	1188	BNBX	1298	BNBX	1392
BNBX	1093	BNBX	1191	BNBX	1301	BNBX	1393
BNBX	1105	BNBX	1192	BNBX	1302	BNBX	1399
BNBX	1108	BNBX	1196	BNBX	1305	BNBX	1401
BNBX	1110	BNBX	1197	BNBX	1308	BNBX	1404
BNBX	1111	BNBX	1199	BNBX	1311	BNBX	1414
BNBX	1112	BNBX	1201	BNBX	1313	BNBX	1420
BNBX	1113	BNBX	1203	BNBX	1315	BNBX	1425
BNBX	1115	BNBX	1204	BNBX	1319	BNBX	1443
BNBX	1124	BNBX	1208	BNBX	1321	BNBX	1444
BNBX	1126	BNBX	1216	BNBX	1323	BNBX	1445
BNBX	1127	BNBX	1220	BNBX	1329	BNBX	1446
BNBX	1128	BNBX	1222	BNBX	1332	BNBX	1451
BNBX	1129	BNBX	1226	BNBX	1337	<b>Total</b>	<b>135 Cars</b>